



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

REGISTRATION NO. 8178-B

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INTERSTATE COMMERCE COMMISSION

June 10, 1977

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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100 Washington, D. C.

Re: Supplement No. 2, dated as of June 1, 1977, to Equipment Trust Agreement dated as of January 1, 1976

Counterparts to [Signature]

Dear Mr. Oswald:

Enclosed herewith for filing with the Commission pursuant to Section 20c of the Interstate Commerce Act are two counterparts of Supplement No. 2, dated as of June 1, 1977, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement (the "Trust Agreement"), dated as of January 1, 1976, between Santa Fe and the Trustee, creating The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series K. The Trust Agreement was filed and recorded with the Commission on January 12, 1976 and assigned Recordation No. 8178.

In accordance with the Supplement, certain items of railroad equipment have been added to the list of equipment included in the Equipment Trust, as follows:

- 150 61' 100-ton Insulated Box Cars, Nos. 622100 to 622249, both inclusive

This added equipment will be acquired by the Trustee, will be subjected to all the terms of the Trust Agreement and will be leased to Santa Fe for a period of 15 years.

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As a result of revised delivery schedules, the Trustee and Santa Fe have decided to release certain groups of cars from the Equipment Trust. Accordingly, the Supplement provides that the Trustee will relinquish its rights to the following equipment:

132 100-ton Hopper Cars,
Nos. 85850 to 85981,
both inclusive

A money order in the amount of \$10.00 is also enclosed in payment of the required recordation fee.

For the convenience of the parties, I have also enclosed two additional counterparts of the Supplement, which I would like to have returned bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement are as follows:

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

Trustee:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

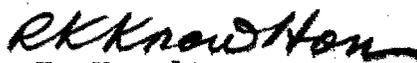
The Vendor of the 150 Insulated Box Cars being added to the Equipment Trust is:

Pacific Car and Foundry Company
1400 North 4th Street
Renton, Washington 98055

The Vendor of the 132 Hopper Cars being released from the Equipment Trust is:

Ortner Freight Car Company
2652 Erie Avenue
Cincinnati, Ohio 45208

Very truly yours,


R. K. Knowlton
General Counsel

DBC/lbm
Encls.

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STATE COMMERCE COMMISSION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES K

SUPPLEMENT NO. 2, dated as of June 1, 1977, to Equipment Trust Agreement, dated as of January 1, 1976 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series K, was created.

WHEREAS, the Company desires to cause certain items of railroad equipment to be acquired by the Trustee in addition to the Trust Equipment (as defined in the Agreement) previously acquired by the Trustee and desires to substitute certain equipment for the Trust Equipment originally described in the Agreement; and

WHEREAS, Section 3.4 of the Agreement provides for such acquisition and substitution.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby agree as follows:

1. The Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in and to the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
150	61' 100-ton Insulated Box Cars with roller bearing trucks (Class Bx-184), Pacific Car and Foundry Company, builder; numbered 622100 to 622249, both inclusive	\$50,500	<u>\$7,575,000</u>
Total Additional Equipment.....			<u>\$7,575,000</u>

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Trustee hereby releases all of its right, title and interest in and to the contracts for the following items of new standard gauge railroad equipment (the "Released Equipment"), which has not yet been constructed:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
132	100-ton rapid discharge Hopper Cars with roller bearing trucks (Class Ga-198), Ortner Freight Car Company, builder; numbered 85850 to 85981, both inclusive	\$40,000	<u>\$5,280,000</u>
Total Released Equipment.....			<u>\$5,280,000</u>

4. The Released Equipment is hereby excluded from the Trust Equipment, and shall no longer be subject to any of the terms and conditions of the Agreement.

5. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

6. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By *R. K. Harper*
Vice President-Finance

ATTEST:

C. F. Bezingue
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *[Signature]*
VICE PRESIDENT

ATTEST:

R. Mann
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 10th day of June, 1977 before me personally appeared R. W. Harper, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 10th day of June, 1977 before me personally appeared R. S. STAM, to me personally known, who being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980

EQUIPMENT TRUST, SERIES KJ

Revised in accordance with
Supplement No. 2 dated as of June 1, 1977

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
30	77-ton air dump Gondola Cars with roller bearing trucks (Class Ga-193), DIFCO, Inc., builder; numbered 186200 to 186229, both inclusive	\$42,500	\$ 1,275,000
150	65' high side Gondola Cars with roller bearing trucks (Class Ga-192), Santa Fe Rail Equipment Company, builder; numbered 169000 to 169149, both inclusive	33,500	5,025,000
100	50'6" high cube Box Cars with lading anchors, cushion underframe and roller bearing trucks (Class Bx-181), Berwick Forge and Fabricating Division of Whittaker Corp., builder; numbered 45685 to 45784, both inclusive	34,100	3,410,000
200	50'6" Box Cars with belt rails, lading anchors, cushion underframe and roller bearing trucks (Class Bx-180), Berwick Forge and Fabricating Division of Whittaker Corp., builder; numbered 501700 to 501899, both inclusive	33,000	6,600,000
221	100-ton triple Cross Hopper Cars with roller bearing trucks (Class Ga-189), Santa Fe Rail Equipment Company, builder; numbered 179079 to 179299, both inclusive	37,000	8,177,000
100	68' Flat Cars with roller bearing trucks (Class Ft-88), Thrall Car Manufacturing Co., builder; numbered 94600 to 94699, both inclusive	41,000	4,100,000
50	50' Flat Cars with covers for coil steel service and roller bearing trucks (Class Ft-89), Thrall Car Manufacturing Company, builder; numbered 91930 to 91979, both inclusive	36,000	1,800,000
400	Cross Hopper Cars with roller bearing trucks (Class Ga-195), Greenville Steel Car Company, builder; numbered 179300 to 179699, both inclusive	25,140	10,056,000
350	65' high side Gondola Cars with roller bearing trucks (Class Ga-196), Greenville Steel Car Company, builder; numbered 169150 to 169499, both inclusive	28,000	9,800,000
50	4180 cu. ft. capacity Airslide Covered Hopper Cars with roller bearing trucks (Class Ga-197), General American Transportation Corporation, builder; numbered 310580 to 310629, both inclusive	41,100	2,055,000
18	89'4" enclosed Tri-Level Auto Rack Cars (Class Ft-90), Whitehead and Kales Company, builder; numbered 700167 to 700184, both inclusive	57,000	1,026,000
150	61' 100-ton Insulated Box Cars with roller bearing trucks (Class Bx-184), Pacific Car and Foundry Company, builder; numbered 622100 to 622249, both inclusive	50,500	7,575,000
			<u>\$60,899,000</u>